

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:)	Chapter 11
)	
SEARS HOLDINGS CORPORATION, <i>et al.</i> ¹)	Case No. 18-23538 (RDD)
)	
Debtors.)	(Jointly Administered)
)	

**SUPPLEMENTAL DECLARATION OF BENJAMIN J. STEELE
IN SUPPORT OF APPLICATION OF THE DEBTORS PURSUANT TO 11 U.S.C. §
327(A), BANKRUPTCY RULES 2014(A) AND 2016(A), AND LOCAL RULES 2014-1
AND 2016-1 FOR AUTHORITY TO RETAIN AND EMPLOY PRIME CLERK LLC AS
ADMINISTRATIVE AGENT *NUNC PRO TUNC* TO THE COMMENCEMENT DATE**

I, Benjamin J. Steele, declare as follows:

1. I am a Vice President of Prime Clerk LLC ("Prime Clerk"), a chapter 11 administrative services firm whose headquarters are located at One Grand Central Place, 60 East 42nd Street, Suite 1440, New York, New York 10165. Except as otherwise noted, I have personal knowledge of the matters set forth herein, and if called and sworn as a witness, I could and would testify competently thereto.

¹The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovol Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

2. On October 31, 2018, I filed a declaration (the “**Initial Declaration**”) in support of the *Application of the Debtors Pursuant to 11 U.S.C. § 327(a), Bankruptcy Rules 2014(a) and 2016(a), and Local Rules 2014-1 and 2016-1 for Authority to Retain and Employ Prime Clerk LLC as Administrative Agent Nunc Pro Tunc to the Commencement Date* [Docket No. 394] (the “**Application**”), which Application was granted by this Court on November 19, 2019 [Docket No. 812]. I hereby incorporate by reference, in its entirety, the Initial Declaration as if fully set forth herein.

3. I hereby supplement the Initial Declaration to disclose the following connections, each of which Prime Clerk believes does not present an interest adverse to the Debtors and is disclosed out of an abundance of caution:

- The father of a recently hired Consultant at Prime Clerk is a Global Co-Head, Global Industries Group at UBS Investment Bank (“**UBS**”). Certain affiliates of UBS, including: UBS AG; UBS Inc.; UBS AG, Stamford Branch; UBS Securities LLC; LB-UBS Commercial Mtg. Tr Cmpt.; and UBS Securities Inc., are secured lenders, landlords, or vendors of the Debtors, or are identified as other Potential Parties in Interest.
- One or more Prime Clerk employees is or may be a holder of a gift card issued by a Debtor. Upon information and belief, any such gift card holds a nominal balance.

4. To the best of my knowledge, Prime Clerk continues to be a “disinterested person” within the meaning of section 101(14) of the Bankruptcy Code and does not hold or represent an interest materially adverse to the Debtors’ estates.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my information, knowledge and belief.

/s/ Benjamin J. Steele _____

Benjamin J. Steele
Vice President
Prime Clerk LLC
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New York, New York 10165